

Exhibit D

**UNITED STATES COURT OF APPEALS
FOR THE SECOND CIRCUIT**

CERTIFICATE OF GOOD STANDING

I, CATHERINE O'HAGAN WOLFE, Clerk of the United States Court of Appeals for the Second Circuit,

CERTIFY that **ROY DEN HOLLANDER** was admitted to practice in said Court on **July 9th, 2007** and is in good standing.

Dated: December 10, 2014 **CATHERINE O'HAGAN WOLFE**
New York, New York
Clerk of Court

By: *Kevin Brofsky* //ss
Kevin Brofsky
Deputy Clerk